

Minutes of the 16th Board Meeting of Haryana Mass Rapid Transport Corporation Limited (HMRTC) held on 28.12.2015 at 03:00 PM under the Chairmanship of Sh. D.S. Dhesi, IAS, Chief Secretary to Government of Haryana-cum-Chairman HMRTC, in the CS Committee room located at 4th Floor, Haryana Civil Secretariat, Chandigarh.

Present:-

- | | | |
|----|----------------------------|-------------------|
| 1. | Sh. P.Raghavendra Rao, IAS | Vice- Chairman |
| 2. | Sh. Sanjeev Kaushal, IAS | Director |
| 3. | Sh. Devender Singh, IAS | Director |
| 4. | Sh. Anil Kumar, IAS | Director |
| 5. | Sh. Arun Kumar Gupta, IAS | Director |
| 6. | Sh. Brijendra Singh, IAS | Managing Director |

Minutes:

Item no.16.1 To grant Leave of Absence to the directors.

Leave of absence was granted to Sh. S. S. Dhillon, IAS, Sh. Hardeep Kumar, IAS and Sh. Sudhir Rajpal, IAS.

Item no. 16.2 To take note of the minutes of the 15th Meeting of the Board of Directors held on September 29, 2015.

The Board confirmed the minutes of 15th Board meeting held on 29.09.2015, since there were no comments by any director.

Item no. 16.3 Action taken report on the decision taken by the Board of Directors in its 15th Meeting held on 29.09.2015.

The Board noted the action taken report on the minutes of the 15th Board Meeting of HMRTC, held on 29.09.2015.

Item no. 16.4 Appointment of Sh. Sanjeev Kaushal, IAS, Additional Chief Secretary, Finance Department as Director of Board of Directors.

Board was informed that consequent on transfer of Sh. P.K. Das, IAS, Sh. Sanjeev Kaushal, IAS, Additional Chief Secretary, Finance Department has taken over as Director from 16.11.2015. Board passed the following resolution:

“RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. Sanjeev Kaushal, IAS, Additional Chief Secretary to Government of Haryana, Finance Department (DIN No 02297406) and is hereby appointed as the Director of HMRTC.

“RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana.”

“Resolved further that Board places on record the appreciation of services rendered by Sh. P.K. Das, IAS while being Director on the Board of HMRTC.”

**Item No. 16.5 Appointment of Sh. Anil Kumar, IAS, Principal Secretary,
Urban Local Bodies on the Board of Directors of HMRTC.**

Board was informed that consequent on transfer of Sh. Mahavir Singh, IAS, Sh. Anil Kumar, IAS, Principal Secretary, Urban Local Bodies has taken over as Director from 02.12.2015. Board passed the following resolution:

“RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. Anil Kumar, IAS, Principal Secretary, Urban Local Bodies be and is hereby appointed as the Director on the Board of Directors of HMRTC.

RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana.”

“Resolved further that Board places on record the appreciation of services rendered by Sh. Mahavir Singh, IAS while being Director on the Board of HMRTC.”

**Item No. 16.6 Appointment of Sh. Sudhir Rajpal, IAS, Managing
Director, HSIIDC as Director on the Board of Directors of
HMRTC.**

Board was informed that consequent on transfer of Sh. Vineet Garg, IAS, Sh. Sudhir Rajpal, IAS, Managing Director, HSIIDC has taken over as Director from 16.12.2015. Board passed the following resolution:

“RESOLVED that pursuant to applicable provisions of Companies Act, 2013, Sh. Sudhir Rajpal, IAS, Managing Director, HSIIDC (DIN No 00107802) be and is hereby appointed as the Director on the Board of Directors of HMRTC.

RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file the necessary document & do all such acts, deeds and things that are incidental and necessary in this regard.

RESOLVED FURTHER That Sh. Girish Madan, Company Secretary in Practice be and is hereby, authorized to upload necessary e-form in the office of ROC Delhi and Haryana.”

“Resolved further that Board places on record the appreciation of services rendered by Sh. Vineet Garg, IAS while being Director on the Board of HMRTC.”

Item No. 16.7 Adoption of Audited Financial Statements, Audit Report and CAG Report for the Financial Year ending 31st March, 2015.

Board was informed that the Financial Statements for the year ending 31st March 2015, duly certified by the Auditor along with the Auditor’s Report was approved by the Board in its 15th Board Meeting held on 29.09.2015 and the same was submitted to CAG for comments on financial statements of the company. CAG has sent No Review Certificate/ comments. Board after consideration passed the following Resolutions:

“RESOLVED THAT pursuant to Section 134 and other applicable provision of Companies Act 2013, Financial Statements i.e. Balance Sheet and Profit and Loss Account for the year ended 31st March 2015, along with auditor’s report, comments of CAG, as placed before the meeting, be and are hereby approved.

RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file necessary documents with ROC and to place these financial statements along with Auditor’s Report/CAG report for adoption by shareholders in the Annual General Meeting of the Company.”

Item no. 16.8 Adoption of Director's Report for the Financial Year ending 31st March, 2015.

The Director's Report for the year ended 31st March 2015 was placed before the Board for the approval and comments thereon. Board after consideration passed the following Resolutions:

“RESOLVED THAT pursuant to Section 134 of Companies Act 2013, Director's Report of the Company for the financial year ending 31st March, 2015, placed before the meeting, be and is hereby approved and adopted.

RESOLVED FURTHER THAT Sh. P. Raghavendra Rao, IAS, Director and Sh. Brijendra Singh, IAS, Managing Director be and is here by authorized to sign the report for and on behalf of the Board of Directors of the company.

RESOLVED FURTHER that Sh. Brijendra Singh, IAS, Managing Director of the Company be and is hereby authorized to file necessary documents with ROC and to place this Report in the Annual General Meeting of the Company.”

Item no. 16.9 Holding of the Adjourned 3rd Annual General Meeting (AGM) of the Corporation.

Board was informed that 3rd Annual General Meeting as fixed on 29.09.2015 was adjourned due to want of CAG Report on the Audited Annual Financial Statements for the financial year ending 31st March, 2015. Board passed the following resolution:

“RESOLVED that the 3rd Adjourned Annual General Meeting of the company be held on 28.12.2015 at 4.30 PM at the registered office of the company.

FURTHER RESOLVED that the draft notice of the meeting and initialled by the Managing Director for the purpose of identification be and is here by approved.

FURTHER RESOLVED that Sh. S.C. Kansal, CFO of the Company be and is hereby authorized to issue notice of meeting.”

Item No. 16.10 Consultancy fee for conducting the feasibility study of Metro connectivity to Old Gurgaon as per TOR.

Board decided that DMRC may be appointed as consultants for conducting the feasibility study of Metro connectivity to old Gurgaon as per terms and conditions intimated by DMRC vide their letter No. DMRC/Advisor(CS)/old GGN/2015 dated 13.11.2015.

Item No.16.11. Increase in Equity Share Capital of the Corporation.

Board decided that HUDA and HSIIDC be requested to contribute the amount towards the equity share capital of the Haryana Mass Rapid Transport Corporation as decided by the Council of Ministers in its meeting held on 1.6.2015 and as decided by the Board in its 13th meeting held on 04.06.2015.

Item No.16.12. Extension of contract of HMRTC staff.

Sh. S.C. Kansal Advisor (Finance) informed the Board that he is unable to continue at the post of Advisor (Finance) designated as CFO beyond 31.12.2015 due to his personal reasons. Board passed the following resolutions:

“RESOLVED that the request of Sh. S.C. Kansal, Advisor Finance designated as CFO may be accepted. Resolved Further that Board places on record the appreciation of services rendered by Sh. S.C. Kansal while being Advisor (Finance) designated as CFO of HMRTC.

FURTHER RESOLVED that MD, HMRTC and Vice Chairman, HMRTC may put up the proposal to the Chairman, HMRTC for making alternative arrangement.

FURTHER RESOLVED that appointment of Sh. Girish Madan, Company Secretary, M/s P.K. Bhasin & Associates, Chartered Accountants and Sh. Kharaiti Lal, PA to Adv(F) is extended for a period of one year on the same terms and conditions.

Item No.16.13. To discuss the Status of Metro Projects being implemented in Haryana.

The Board noted that the Status of Metro Projects implemented/being implemented in Haryana as follows:-

1. Gurgaon Metro.

Noted.

2. Faridabad Metro

Noted. It was observed by the Board that daily ridership of Faridabad Metro is about 50,000/- person against the projected ridership of more than 2 lacs person per day.

Chairman, desired that Administrator, HUDA, Faridabad and Deputy Commissioner, Faridabad may be asked to look into the issues/problems of commuters and suggest measures to improve the ridership.

3. Ballabgarh Metro.

Noted. Board decided that that meeting may be convened at Delhi with MD, DMRC as there are co-ordination issues between NHAI and DMRC in respect of Ballabgarh Metro project. Chairman, also desired that SOP for coordination between NHAI and DMRC may be checked.

4. Bahadurgarh Metro

Noted. It was decided that Administrator, HUDA, Rohtak to regularly monitor the progress of the project with the officers of DMRC and submit periodically report to MD, HMRTC in this regard.

5. Metro project developed/being developed by Rapid Metro in Gurgaon.

Noted.

6. Metro Connectivity between Faridabad and Gurgaon.

Noted.

7. Metro in Tricity of Chandigarh, Mohali & Panchkula.

Noted.

Supplementary Agenda Item No.1.

Grant of Cure period to RMGSL for Development of Metro link from Sikanderpur Station to sector 56 in Gurgaon.

Board discussed the matter in detail and decided that before considering the grant of cure period, RMGSL may be asked to provide the details due to which the project has been delayed quantifying each and every activity in terms of time delays vis-à-vis PERT chart prepared by RMGSL. Board also decided that RMGSL may again be asked to extend the bank guarantee failing which action to revoke bank guarantee may be taken.